

MAR 04 '08

3-29 PM

SURFACE TRANSPORTATION BOARD



March 4, 2008

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached one (1) original of the Memorandum of Rider No. 1 to the Master Lease Agreement dated as of February 18, 2008 between the following parties:

Lessee: Commercial Metals Company
6565 N. MacArthur Blvd. Suite 800
Dallas, TX 75221

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

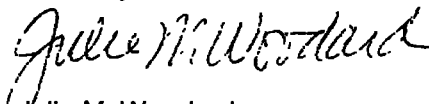
Please see Exhibit A for the equipment, (25) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 1 to the Master Lease Agreement dated as of February 18, 2008 related to twenty-five (25) railcars bearing reporting marks: JTSX 79002 – 79229, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$35.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,


Julie M. Woodard
Documentation Coordinator

MAR 03 '08

3-29 PM

**MEMORANDUM OF RIDER NO. 1 TO THE
MASTER LEASE AGREEMENT****SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF NO. 1 TO THE MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 18th day of February, 2008, is intended to evidence the master lease agreement dated as of February 18, 2008 and subsequent rider number 1 to the master lease agreement dated February 18, 2008, (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **COMMERCIAL METALS COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty-five (25) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below their signatures.

THE DAVID J. JOSEPH COMPANYBy: 

Name: James H. Goetz

Title: Executive Vice President & CFO

Date: February 18, 2008

COMMERCIAL METALS COMPANYBy: Name: BRIAN HALLORANTitle: VP MARKETINGDate: 2/28/08

EXHIBIT A

To the Memorandum of Lease dated February 18, 2008, between The David J. Joseph Company and Commercial Metals Company.

DESCRIPTION OF UNITS

Twenty-five (25) railcars bearing reporting marks:

JTSX	79211
JTSX	79114
JTSX	79061
JTSX	79125
JTSX	79020
JTSX	79216
JTSX	79002
JTSX	79146
JTSX	79229
JTSX	79138
JTSX	79017
JTSX	79144
JTSX	79088
JTSX	79050
JTSX	79164
JTSX	79167
JTSX	79071
JTSX	79008
JTSX	79060
JTSX	79165
JTSX	79010
JTSX	79191
JTSX	79220
JTSX	79099
JTSX	79102